

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,  
f/k/a General Motors Corp., *et al.***

**Debtors.**  
-----X

:  
: **Chapter 11 Case No.**  
:  
: **09-50026 (REG)**  
:  
: **(Jointly Administered)**  
:  
:

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Pandora Select Partners, LP  
Name of Transferee

Christopher Lynch  
Name of Transferor

Name and Address where notices to transferee  
should be sent:

c/o Whitebox Advisors, LLC  
3033 Excelsior Blvd, Suite 300  
Minneapolis, MN 55416-4675  
Attn: Dale Willenbring  
E-mail: [dwillenbring@whiteboxadvisors.com](mailto:dwillenbring@whiteboxadvisors.com)  
Phone: 612-253-6068  
Last Four Digits of Acct #: N/A

Court Claim # (if known): 17611  
Total Amount of Claim: \$500,000.00  
Amount of Claim Transferred: \$500,000.00  
Date Claim Filed: October 29, 2009

Name and Address where transferee payments  
should be sent (if different from above): N/A

**\*\*PLEASE SEE ATTACHED DOCUMENTS\*\***

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Pandora Select Partners, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

Date: March \_\_, 2011

**EXHIBIT A**

Proof of Claim

B 10 (Official Form 10) (12/08)

<b>UNITED STATES BANKRUPTCY COURT Southern District of New York</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>General Motors Corporation</b>		Case Number <b>09-50026</b>
<small>NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (the person or other entity to whom the debtor owes money or property) <b>Christopher Lynch</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number _____ (if known)  Filed on _____
Name and address where notices should be sent <b>Andrew J. Stern, Esquire/Kline &amp; Specter 457 Haddonfield Road, Suite 540 Cherry Hill, NJ 08002</b>		
Telephone number <b>(856) 662-1180</b>		
Name and address where payment should be sent (if different from above) <b>Andrew J. Stern, Esquire/Kline &amp; Specter 457 Haddonfield Road, Suite 540 Cherry Hill, NJ 08002</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed \$ <u>2,000,000.00</u>  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)  <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4)  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)  <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(7)  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____)
2. Basis for Claim <u>Personal Injury</u> (See instruction #2 on reverse side)		Amount entitled to priority \$ _____  <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
3. Last four digits of any number by which creditor identifies debtor _____  3a. Debtor may have scheduled account as _____ (See instruction #3a on reverse side)		
4. Secured Claim (See instruction #4 on reverse side) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe _____  Value of Property \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____ Basis for perfection _____  Amount of Secured Claim \$ _____ Amount Unsecured \$ _____		
6. Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  7. Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of redacted on reverse side).  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain: _____		
Date <u>10-28-09</u>  Signature _____ The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		FOR COURT USE ONLY



**EXHIBIT B**

Evidence of Transfer from Transferor to Transferee

**EVIDENCE OF TRANSFER OF CLAIM****TO: THE DEBTOR AND THE BANKRUPTCY COURT**

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Christopher Lynch** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Pandora Select Partners, L.P. ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of **\$500,000** associated with proof of claim number **17611** against Motors Liquidation Company, et al., f/k/a General Motors Corp., et al., (the "Debtor"), Chapter 11 Case No. 09-50026 United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 18 day of March, 2011.

**Christopher Lynch**  
AUTHORIZED SIGNATURE

PRINT NAME/TITLE

**Pandora Select Partners, L.P.**\_\_\_\_\_  
AUTHORIZED SIGNATURE\_\_\_\_\_  
PRINT NAME/TITLE